

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

|   |   |                        |
|---|---|------------------------|
| In re:                                    | § | Chapter 11             |
|   | § |                        |
| FIELDWOOD ENERGY III LLC, <i>et al.</i> , | § | Case No. 20-33948 (MI) |
|   | § |                        |
| Post-Effective Date Debtors. <sup>1</sup> | § | (Jointly Administered) |
|   | § |                        |

**ORDER GRANTING FOURTH INTERIM AND FINAL FEE APPLICATION OF  
HOULIHAN LOKEY CAPITAL, INC. AS FINANCIAL ADVISOR AND INVESTMENT  
BANKER TO THE DEBTORS FOR ALLOWANCE OF (I) COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF OUT-OF-POCKET EXPENSES  
INCURRED FOR (A) THE FOURTH INTERIM PERIOD OF THE PERIOD OF  
MAY 1, 2021 THROUGH AUGUST 27, 2021 AND (B) THE FINAL COMPENSATION  
PERIOD OF AUGUST 3, 2020 THROUGH AUGUST 27, 2021, (II) COMPENSATION  
RELATED TO THE EXIT FINANCINGS, AND (III) THE RESTRUCTURING  
TRANSACTION FEE**

---

The Court has considered the *Fourth Interim and Final Fee Application of Houlihan Lokey Capital, Inc. as Financial Advisor and Investment Banker to the Debtors for Allowance of (I)*

<sup>1</sup> The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor's federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the "**Post-Effective Date FWE I Subsidiaries**") are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

*Compensation for Services Rendered and Reimbursement of Out-Of-Pocket Expenses Incurred for (A) the Fourth Interim Period of the Period of May 1, 2021 Through August 27, 2021 and (B) the Final Compensation Period of August 3, 2020 Through August 27, 2021, (II) Compensation Related to the Exit Financings, and (III) the Restructuring Transaction Fee [Docket No. 2088] filed by Houlihan Lokey Capital, Inc. (“Houlihan Lokey”).*

**IT IS HEREBY ORDERED THAT:**

1. Houlihan Lokey is allowed compensation and reimbursement of expenses in the amount of \$8,892,248.41<sup>2</sup> for the period set forth in the Final Fee Application.
2. The compensation and reimbursement of expenses allowed in this order and all previous interim allowances of compensation and reimbursement of expenses are approved on a final basis.
3. The Plan Administrator is authorized to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.

Dated: \_\_\_\_\_, 2021

---

MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE

---

<sup>2</sup> Includes (i) Monthly Fees of \$450,000; (ii) Exit Financings Transaction Fee of \$1,000,000; (iii) Net Restructuring Transaction Fee of \$7,425,000 (i.e., Restructuring Transaction Fee of \$8,250,000 less \$825,000 of credits); and (iv) \$17,248.41 of expenses.